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6 **UNITED STATES BANKRUPTCY COURT**  
7 **DISTRICT OF NEVADA**  
8

9 **IN RE:**

**Case No. 12-51638 BTB**

10 **Chapter 7**

11 **THE ROCKLAND GROUP, LLC**

**MOTION FOR ORDER  
AUTHORIZING THE SALE  
OF ESTATE ASSETS**

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13  
14 **Debtor (s).**  
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**HEARING DATE: May 20, 2015**  
**AND TIME: 10:00 a.m.**  
**TIME REQ'D: 15 MINS**

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18 Angelique Lamberti-Clark, the duly appointed and acting Trustee of the Debtor's Estate, hereby  
19 moves this Court for an order allowing her to sell certain property of the Estate (to be described  
20 herein). This Motion is brought under the authority of FRBP 9014 and 11 U.S.C. §363(b).

- 21 1. The Debtor is a Nevada limited liability company.
- 22 2. One of the assets of the Debtor's Estate is a fifty percent (50%) membership  
23 interest in another Nevada limited liability company known as Rock West, LLC ("Rock West").
- 24 3.. On July 7, 2010, an Agreement of Purchase and Sale was entered into by and  
25 between Western Nevada Materials, LLC and TSV Properties, LLC (the "PSA"). A copy of the  
26 PSA is attached hereto as Exhibit A.
- 27 4. Although neither the Debtor nor Rock West was a party to the PSA, a provision  
28 in the PSA (section 3.02(a)) mentions Rock West in connection with a payment to be made in

1 relation to a non-compete clause. Arguments could be made that the Debtor has indirect or  
2 derivative rights to part of the payment to be made to Rock West in connection with the  
3 non-compete clause on account of the Debtor's membership interest in Rock West.

4 5. The Trustee has received an offer from a Mr. Stan Lucas to purchase the Debtor's  
5 interests in the PSA and its membership interest in Rock West. A copy of the written offer is  
6 attached hereto as Exhibit "B" (the "Offer"). The Offer makes specific reference to certain sections  
7 of the PSA (hereinafter the "Contractual Provisions") and the Debtor's "50% share of Rockwest  
8 LLC [sic]."

9 6. The Trustee knows that she can sell the Estate's fifty percent (50%) membership  
10 interest in Rock West, but she does not know for certain that the Debtor has any interests, direct  
11 or indirect, to the Contractual Provisions that can be sold. Again, if the Estate has any rights under  
12 the PSA it would only be on account of its membership interest in Rock West. The Estate's fifty  
13 percent (50%) interest in Rock West and any rights and/or liabilities that relate thereto or are  
14 attributable thereto, either directly or indirectly, shall be referred to herein as the "Property."  
15 Accordingly, regardless of how the assets are described in Mr. Lucas' letter (Exhibit "B"), the  
16 Trustee is selling the Estate's membership interest in Rock West and any rights or liabilities that  
17 relate thereto or are attributable thereto, and if those rights include the Contractual Provisions  
18 identified in Mr. Lucas's offer, so be it, but the Trustee is not making any representations or  
19 warranties regarding the Debtor's rights under those Contractual Provisions or any other rights that  
20 may be attributable to, directly or indirectly, the Debtor's membership interest in Rock West.

21 7. The Trustee proposes to sell the Property pursuant to 11 U.S.C. §363(b) to Mr.  
22 Lucas for \$50,000 or to the highest cash bidder following an auction to be conducted by this Court  
23 at the hearing on this Motion.

24 8. Mr. Lucas or any other higher bidder at the auction are hereby advised that the  
25 Trustee is not making any representations or warranties to the ultimate buyer of any kind or nature  
26 whatsoever, express or implied, and Mr. Lucas or any other interested bidder must make his/her  
27 own determinations as to the nature, extent, quality and rights and liabilities attributable to the  
28 Debtor's membership interest in Rock West, LLC.

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2           9.       This sale is without the cost or fees of a professional person. The offer was made  
3 directly to the Trustee by an interested party.

4           10.       The claims bar date has passed and only two claims have been filed. Both from  
5 Rock West by Piner Holdings successor to Western Nevada Material (joint member with Rockland  
6 in the ownership of Rock West). A complete copy of this motion will sent by regular mail and  
7 electronic mail to Michael Hoy, Esq., counsel for the filing entities.

8           11.       Given the unusual nature of this offer, and the assets/interest which are being  
9 sold, a copy of the motion and notice will be provided to TSV, Teichert Construction Company,  
10 Piner Holdings successor to WNM, and any other parties, to which this sale may have an effect,  
11 to the best of the trustee ability to determine their interest and current addresses. For those parties-  
12 in-interest whom have filed bankruptcy, the motion and notice will be served on their respective  
13 Trustee.

14           12.       The Trustee has been advised that an interested party is desirous presenting an  
15 overbid at the hearing. Should this be the case, the Trustee request that the terms remain as stated  
16 herein, and the Court make its determination as to the bidding increments. Further that the parties  
17 are to have the final bid funds to the Trustee in certified funds within 24 hours of the Court  
18 hearing. Should the successful bidder fail to comply, the second highest offer will have an  
19 additional 24 hours to deposit the funds.

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21 **CONCLUSION**

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23           The Trustee is requesting the sale of the Estate's fifty percent (50%) membership interest  
24 in another Nevada limited liability company known as Rock West, LLC, for the cash sum of  
25 \$50,000.00 to Stan Lucas, and makes no representations or warranties as to the assets being sold.  
26 The Purchaser shall satisfy himself as the nature of these rights and interest. The sale is without  
27 professional fees or costs. Within 24 hours of the Court's hearing approving the sale, the Purchaser  
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1 will deposit the approved sales amount in certified funds with the Estate. The Purchaser shall  
2 further submit the assignment documents required to complete the transfers.

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4 **WHEREFORE**, the Trustee requests the entry of an order authorizing the foregoing  
5 sale; authorizing her to execute any and all documentation necessary on behalf of the estate to  
6 complete these transactions; and, granting such other and further relief as the Court deems  
7 appropriate.

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9 Dated: April 13, 2015

10 /s/ Angelique Lamberti Clark

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12 Angelique Lamberti Clark, Trustee  
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